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XINGFA ALUMINIUM HOLDINGS LIMITED
興發鋁業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 98)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Xingfa Aluminium Holdings Limited (“**Company**”) will be held on Thursday, 31 May 2012 at No. 23, Renhe Road, Nanzhuang Town, Chancheng District, Foshan City, Guangdong Province, the PRC at 12:00 noon, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the transactions in respect of the supply of aluminium profiles specified by 佛山市興發幕牆門窗有限公司 (unofficial translation being Foshan Xingfa Curtain Wall, Door & Window Co., Ltd.) (“**Xingfa Curtain Wall**”), a limited liability company established in the People’s Republic of China, by the Company and its subsidiaries to Xingfa Curtain Wall on an ongoing basis as contemplated under the master supply agreement dated 8 March 2011 and entered into between 廣東興發鋁業有限公司 (unofficial translation being Guangdong Xingfa Aluminium Co., Ltd.) (“**Guangdong Xingfa**”), a wholly foreign owned enterprise established in the People’s Republic of China and an indirectly wholly-owned subsidiary of the Company, and Xingfa Curtain Wall in relation to the supply of aluminium profiles to Xingfa Curtain Wall by Guangdong Xingfa for a period of one year from 1 January 2011 to 31 December 2011 (“**Year 2011**”), of which the aggregate value amounted to RMB95,451,000, which had exceeded the annual cap of RMB35,000,000 in respect of such transactions for Year 2011 previously estimated by the directors of the Company (“**Directors**”) and announced in an announcement published on the website of The Stock Exchange of Hong Kong Limited dated 8 March 2011, be and are hereby confirmed, ratified and approved.”

2. **“THAT**

- (a) the form and substance of the master supply agreement dated 29 March 2012 and entered into between Guangdong Xingfa and Xingfa Curtain Wall in relation to the supply of aluminium profiles to Xingfa Curtain Wall by Guangdong Xingfa (“**New Master Supply Agreement**”) (a copy of the New Master Supply Agreement marked “A” and initialled by the chairman of the Meeting for identification purpose has been tabled at the Meeting) and all transactions contemplated thereunder (“**New Continuing Connected Transactions**”) be and are hereby approved; and the Directors or a duly authorised committee of the board of Directors be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the New Master Supply Agreement and the New Continuing Connected Transaction and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the New Master Supply Agreement and the New Continuing Connected Transactions and are in the interests of the Company; and
- (b) the annual caps of RMB117,000,000, RMB200,000,000, RMB200,000,000, being the maximum aggregate annual value in respect of the New Continuing Connected Transactions for the period commencing from the date of passing this resolution to 31 December 2012, the period of one year from 1 January 2013 to 31 December 2013 and the period of one year from 1 January 2014 to 31 December 2014 respectively, be and are hereby approved and confirmed.”

Yours faithfully,
By order of the Board
Xingfa Aluminium Holdings Limited
LIU Libin
Chairman

Hong Kong, 30 April 2012

Principal place of business in Hong Kong:

Suite 1513, 15th Floor

Tower 6

The Gateway

Harbour City

Tsim Sha Tsui

Kowloon

Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is appointed. A proxy need not be a member of the Company. A form of proxy for use at the Meeting is enclosed herewith. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
2. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the Meeting or any adjournment thereof should they so wish.

As at the date hereof, the board of Directors comprises the following members:

Executive Directors

Mr. LIU Libin (*Chairman*)

Mr. LUO Su (*Honorary Chairman*)

Mr. LUO Riming (*Chief Executive Officer*)

Mr. LIAO Yuqing

Mr. DAI Feng

Mr. LAW Yung Koon

Mr. WANG Zhihua

Non-executive Directors

Mr. CHEN Shengguang

Mr. WONG Siu Ki

Independent non-executive Directors

Mr. CHEN Mo

Mr. HO Kwan Yiu

Mr. LAM Ying Hung Andy